

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1347.
FILED, SEPTEMBER 3rd. 1965.

URBAN QUEBEC MINES LIMITED

Full corporate name of Company

Incorporated under the laws of the Province of Ontario as Macho River Gold Mines Limited by Letters Patent dated August 25, 1947.

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953

(Ontario) by Letters Patent dated May 1st, 1957). Reference is made to previous

FILING STATEMENT

Filing Statement No. 1164, and Amending Filing Statement No.

(To be filed with respect to any material change in a company's affairs, including among other things, 256. an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	a) Underwriting and option agreement on treasury shares (Item 6). b) Acquisition of mining claims (Item 11).
2. Head office address and any other office address.	Suite 509, 25 Adelaide Street West, Toronto 1, Ontario.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<p>President & Director: FRED A. BOYLEN, 405 The Kingsway, Islington, Ontario. Mining Executive.</p> <p>Vice-President & Director: S. A. PERRY, Apt. 712, 1 Benvenuto Place, Toronto 7, Ontario. Corporate Secretary & Mining Executive.</p> <p>Secretary-Treasurer & Director: G. D. PATTISON, R. R. #2, Aurora, Ontario. Corporate Secretary & Mining Executive.</p> <p>Asst. Sec. Treas. & Director: R. D. BELL, 7 Hi Mount Drive, Willowdale, Ontario. Corporate Secretary & Mining Executive.</p> <p>Director: F. R. BOYLEN, 28 Deaneffield Crescent, Islington, Ontario. Securities salesman.</p> <p>The officers and directors as stated above were elected and/or appointed at the Annual Meeting of the Shareholders and the subsequent Meeting of Directors both held on July 20, 1965. Prior to such meetings the officers and directors were as follows:</p> <p>President & Director: A. DAVID COSSAR, 2 Kingsmere Road, Toronto 7, Ontario. Chartered Accountant.</p> <p>Vice-President & Director: JOHN F. McOuat, 24 Danville Drive, Willowdale, Ontario. Geological Engineer.</p> <p>Secretary-Treasurer & Director: G. D. PATTISON, R. R. #2, Aurora, Ontario. Corporate Secretary and Mining Executive.</p> <p>Asst. Sec. Treas.: R. D. BELL, 7 Hi Mount Drive, Willowdale, Ontario. Corporate Secretary and Mining Executive.</p> <p>Director: FRED A. BOYLEN, 405 The Kingsway, Islington, Ontario. Mining Executive.</p> <p>Director: R. Alan Eagleson, 30 Kings Lynn Road, Toronto 18, Ontario. Barrister and Solicitor.</p>
4. Share capitalization showing authorized and issued and outstanding capital.	<p>Authorized: \$4,000,000.00 divided into 4,000,000 shares of \$1.00 par value each.</p> <p>Issued: 1,665,000 shares.</p>
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	Nil
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	By agreement dated August 27, 1965 between the Company, Dobieco Limited acting on its own behalf as to a 50% interest, and Houston & Company acting on behalf of a client as to a 50% interest (the underwriters), the underwriters have agreed to purchase from treasury 400,000 shares of the Company at the price of 15¢ per share payable within three days of the date of receipt by the Company of notice of the acceptance for filing by the Toronto Stock Exchange of this filing statement (the effective date). In consideration thereof the Company has granted to the underwriters the option to purchase all or any part of an additional 200,000 treasury shares at the price of 20¢ per share exercisable on or before 90 days from the effective date.

7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	Dobieco Limited has entered into the said underwriting and option agreement as to a 50% interest on its own behalf. The only persons holding a greater than 5% interest in Dobieco Limited are David W. Knight, 585 Avenue Road, Toronto, Ontario, and the Estate of H. W. Knight, Jr., 25 Adelaide Street West, Toronto, Ontario. Houston & Company, a member of the Toronto Stock Exchange, has entered into the said underwriting and option agreement as to a 50% interest on behalf of its client, Lanson Holdings Limited, Suite 903, 330 Bay Street, Toronto, Ontario. Lanson Holdings Limited is a private company wholly owned by M. J. Boylen, 35 Kingsway Crescent, Toronto 18. Ontario.		
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	Nil		
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	<p>The Company proposes additional diamond drilling on its claims in Urban Township, Quebec, at a cost not to exceed \$10,000.00.</p> <p>A program of line cutting, followed by geophysical investigation and, if warranted, diamond drilling, will be conducted on the claims in the Parish of Bathurst, New Brunswick, being acquired from Mr. Fred A. Boylen (Item 11).</p> <p>It is estimated that the initial program of line cutting and geophysical investigation will cost \$12,000.00.</p>		
10. Brief statement of company's chief development work during past year.	<p>During the past year the chief development work carried out by the Company was as follows:</p> <p>a) Urban Township, Quebec: A total of seventeen diamond drill holes were completed on the Company's claims. Gold values were obtained, but because of inconsistent results, work was discontinued.</p> <p>(b) Langmuir Township, Ontario: A program consisting of geophysical surveys, surface prospecting mapping and diamond drilling was conducted on claims held under option. No results of importance were obtained and the option was allowed to lapse.</p>		
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	The Company proposes to purchase from Fred A. Boylen, 405 The Kingsway, Islington, Ontario, 25 mining claims located in the Parish of Bathurst, New Brunswick, numbered 181776 to 181800 inclusive for the cash consideration of \$1,000.00. Mr. Fred A. Boylen, the President and a Director of the Company, recently caused the staking of the said claims at a cost to him of \$1,000.00.		
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Fred A. Boylen, 405 The Kingsway, Islington, Ontario.		
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	22,500 shares of the Company are held in escrow by The Premier Trust Company, Toronto, subject to release therefrom only upon the written consent of the Toronto Stock Exchange.		
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	The said escrowed shares were issued on the direction of Messrs. John G. Canie and Elemer Galata in the name of Hartford Investments Limited, P.O. Box 1128, Nassau, Bahamas, pursuant to an option agreement dated November 23, 1964 made between the Company and John G. Canie and Elemer Galata (see Amending Filing Statement No. 256 filed December 4, 1964). The owners of more than a 5% interest in Hartford Investments Limited are not known by the Company.		
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<u>Registered Shareholder</u>	<u>No. of Shares</u>	<u>Beneficial Owner</u>
	Doherty Roadhouse & McCuaig Bros., Toronto, Ontario	290,260	not known
	Bache & Co., Toronto, Ontario	47,234	" "
	Samuel R. Spence, 98 Fulham Cres., Winnipeg 9, Man.	45,000	Registered holder
	Fab Metal Mines Limited, 25 Adelaide St. W., Toronto, Ont.	40,000	" "
	Ross, Knowles & Co. Ltd., Toronto	36,666	not known

FINANCIAL STATEMENTS

URBAN QUEBEC MINES LIMITED

(Incorporated under the laws of Ontario)

BALANCE SHEET

July 31, 1965

- ASSETS -

Cash.	103.96
Mining claims, licenses, patents and leases at the consideration given therefor, consisting of 166,666 2/3 shares valued by the Company at \$90,000.00 and \$43,850.00 cash.	133,850.00
Mine development and administrative expenses.	528,377.73
	<u>662,331.69</u>

- LIABILITIES -

Accounts payable.	3,652.41
Shareholders' equity:	
Capital stock:	
Authorized, 4,000,000 shares of \$1.00 par value	
Issued, 1,665,000 shares.	1,665,000.00
Less Discount thereon	<u>691,995.50</u>
	973,004.50
Deduct Deficit	<u>314,325.22</u>
	658,679.28
	<u>662,331.69</u>

APPROVED: —

Fred. A. Dylis Director

W. J. L. L. L. Director

16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	The present management believes that it is able to materially affect control of the Company if it is able to obtain a sufficient number of proxies from shareholders.
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	Nil
18. Brief statement of any lawsuits pending or in process against company or its properties.	Nil
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	Nil
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	There are no other material facts. No shares of the Company are in the course of primary distribution to the public but the shares included in the aforementioned underwriting and option agreement will be in the course of primary distribution to the public as and when any or all of the same shall be purchased by the underwriters.

DATED August 31st, 1965

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

URBAN QUEBEC MINES LIMITED

"F. A. Boylen"

CORPORATE
SEAL

"G. D. Pattison"

Director
Director

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

HOUSTON & COMPANY LIMITED

DOBIECO LIMITED

"J. E. Houston"

"D. W. Knight"

"H. Gibson"

"D. J. Coulter"